

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE**

**IN RE REGIONS MORGAN
KEEGAN ERISA LITIGATION**

MDL No. 2009 08-02192

Master File No. 2:08-cv-02192

**Judge Samuel H. Mays, Jr.
Magistrate Judge Vescovo**

**ANSWER OF DEFENDANTS KEMMONS WILSON, JR. AND MICHAEL S. STARNES
TO PLAINTIFFS' CORRECTED THIRD AMENDED CONSOLIDATED
CLASS ACTION COMPLAINT**

Defendants Kemmons Wilson, Jr. and Michael S. Starnes file this Answer to Plaintiffs' Corrected Third Amended Consolidated Class Action Complaint ("Complaint"). [Docket No. 251.]

Defendants Wilson and Starnes hereby incorporate and join fully in the Regions Defendants' Answer to Plaintiffs' Corrected Third Amended Consolidated Class Action Complaint. [Docket No. 280.]

Defendants Wilson and Starnes request that, for purposes of the Regions Defendants' Answer to Plaintiffs' Corrected Third Amended Consolidated Class Action Complaint, they be considered similarly situated as the "Regions Defendants".

Defendant Starnes supplements his answer to the specific allegations of Paragraph 79, subparagraph 7, of the Complaint as follows:

79. 7. Defendant Starnes denies that he was a member of the Compensation Committee of the Regions Board of Directors at the time of the initiation of the Regions 401(k) Plan. Defendant Starnes was a member of the Compensation Committee in 2005 and part of 2006. Defendant Starnes retired as a director and member of the Compensation Committee effective November 2006. Thus, Defendant Starnes was not a member of the Compensation

Committee at the time of the initiation of the Regions 401(k) Plan, which Plaintiffs define in Paragraph 3 of the Complaint as April 1, 2008.

Defendant Wilson supplements his answer to the specific allegations of Paragraph 79, subparagraph 9, of the Complaint as follows:

79. 9. Defendant Wilson denies that he was a member of the Compensation Committee of the Regions Board of Directors at the time of the initiation of the Regions 401(k) Plan. Defendant Wilson was a member of the Compensation Committee in 2000, 2001, 2002, 2003 and 2004. Thus, Defendant Wilson was not a member of the Compensation Committee at the time of the initiation of the Regions 401(k) Plan, which Plaintiffs define in Paragraph 3 of the Complaint as April 1, 2008.

Defendants Wilson and Starnes hereby incorporate and join fully in the Regions Defendants' Affirmative Defenses as set forth in the Regions Defendants' Answer to Plaintiffs' Corrected Third Amended Consolidated Class Action Complaint. [Docket No. 280.]

Respectfully submitted,

s/ Robert E. Craddock, Jr.

Robert E. Craddock, Jr. (TN #5826)
Kristen Mistretta Wilson (TN #24606)
Wyatt Tarrant & Combs, LLP
1715 Aaron Brenner Dr., Suite 800
Memphis, TN 38120-4367
Telephone: (901) 537-1000
Fax: (901) 537-1010

Counsel for Defendants
Michael Starnes and Kemmons Wilson, Jr.

CERTIFICATE OF SERVICE

I hereby certify that on November 8, 2011, I electronically filed the foregoing document with the Clerk of the Court by using the CM/ECF system, which will send a notice of electronic filing to the following counsel of record:

<p>KELLER ROHRBACK L.L.P.</p> <p>Lynn L. Sarko (<i>pro hac vice</i>) Derek W. Loeser (<i>pro hac vice</i>) Margie E. Wetherald (<i>pro hac vice</i>) Karin B. Swope (<i>pro hac vice</i>) 1201 Third Avenue, Suite 3200 Seattle, WA 98101-3052 Phone: 206-623-1900 Fax: 206-623-3384 lsarko@kellerrohrback.com dloeser@kellerrohrback.com mwetherald@kellerrohrback.com kswope@kellerrohrback.com</p> <p><i>Plaintiffs' Co-Lead Counsel</i></p>	<p>GROOM LAW GROUP, CHARTERED</p> <p>Thomas F. Fitzgerald (<i>pro hac vice</i>) Thomas S. Gigot (<i>pro hac vice</i>) Sarah A. Zumwalt (<i>pro hac vice</i>) 1701 Pennsylvania Ave. NW, Suite 1200 Washington, DC 20006-5811 Phone: 202-857-0620 Fax: 202-659-4503 tff@groom.com tsg@groom.com szumwalt@groom.com</p> <p><i>Counsel for the Regions Defendants</i></p>
<p>STEMBER FEINSTEIN DOYLE & PAYNE, LLC</p> <p>Ellen M. Doyle (<i>pro hac vice</i>) William T. Payne (<i>pro hac vice</i>) John Stember (<i>pro hac vice</i>) Stephen M. Pincus (<i>pro hac vice</i>) Joel R. Hurt (<i>pro hac vice</i>) Pamina Ewing (<i>pro hac vice</i>) 1705 Allegheny Building 429 Forbes Avenue Pittsburgh, PA 15219 Phone: 412-281-8400 Fax: 412-281-1007 edoyle@stemberfeinstein.com wpayne@stemberfeinstein.com jstember@stemberfeinstein.com spincus@stemberfeinstein.com jhurt@stemberfeinstein.com pewing@stemberfeinstein.com</p> <p><i>Plaintiffs' Co-Lead Counsel</i></p>	<p>MAYNARD COOPER & GALE, P.C.</p> <p>William B. Wahleim (<i>pro hac vice</i>) Richard Davis (<i>pro hac vice</i>) John David Collins (<i>pro hac vice</i>) 1901 – 6th Avenue North, Suite 2400 Birmingham, AL 35203-2602 Phone: 205-254-1068 Fax: 205-254-1999 wwahlheim@maynardcooper.com rdavis@maynardcooper.com jcollins@maynardcooper.com</p> <p><i>Counsel for the Regions Defendants</i></p>

BASS, BERRY & SIMS, PLC
Michael L. Dagley (TN #12895)
W. Brantley Phillips, Jr. (TN #18844)
150 Third Avenue South, Suite 2800
Nashville, TN 37201
Phone: 615-742-6200
mdagley@bassberry.com
bphillips@bassberry.com

*Counsel for Morgan Keegan and Company, Inc.,
and Morgan Asset Management, Inc.*

/s/ Robert E. Craddock, Jr.

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